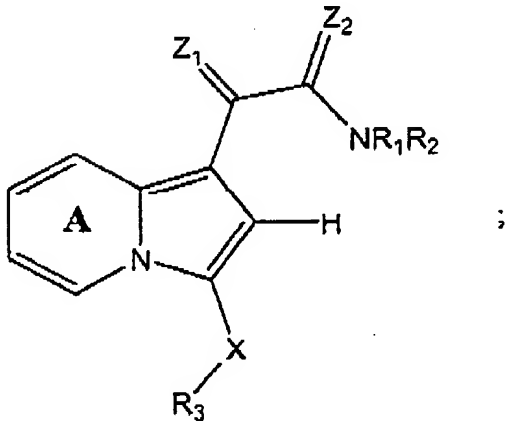
Amendments to the Claims

Please amend Claim 14. The Claim Listing below will replace all prior versions of the claims in the application:

Claim Listing

1. (Previously presented) A compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein:

Ring **A** is substituted or unsubstituted and is optionally fused to an aryl group;

Z_1 and Z_2 are independently =O, =S, =N-OR_{12} or =NR_{12};

R_1 and R_2 are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R_1 and R_2 are not both -H; or -NR_1R_2, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

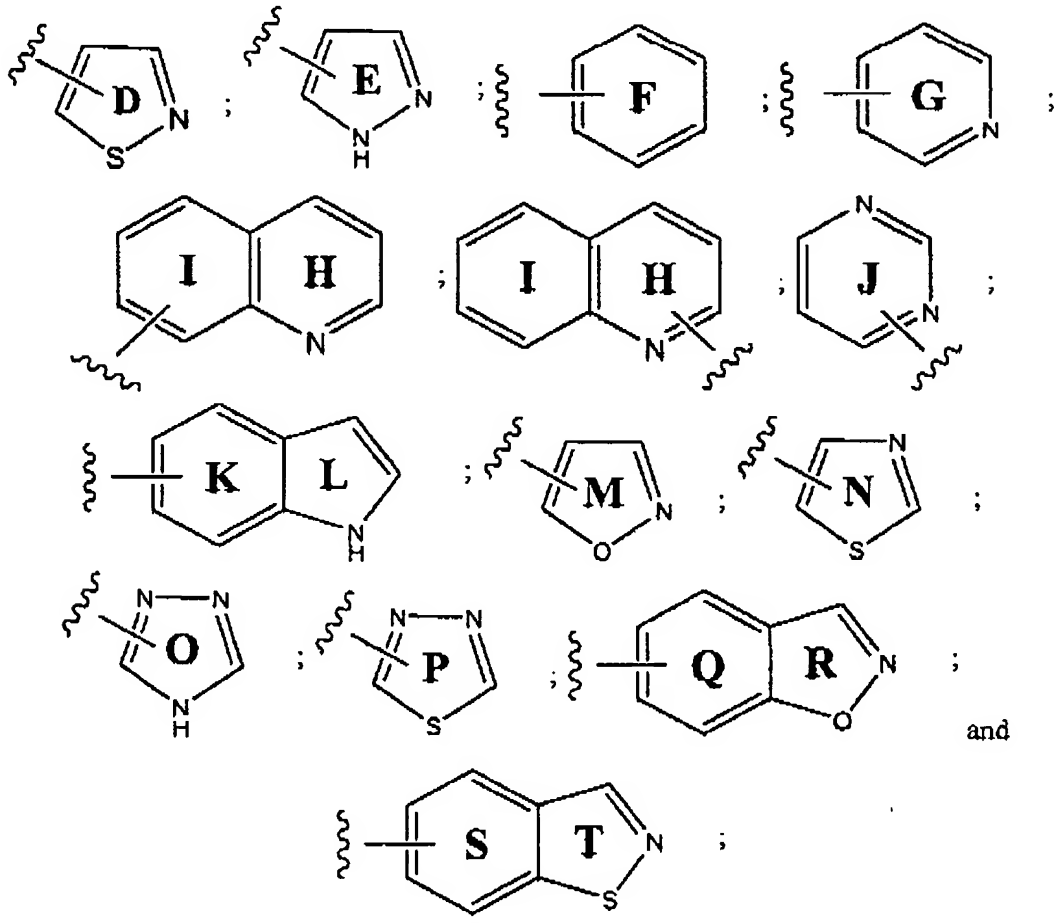
X is a covalent bond, -$C(R_4R_5)$-, -$N(R_4)$-, -O-, -S-, -S(O)-, -$S(O)_2$-, -C(=O)-, -C(=O)-$N(R_4)$-, or -$N(R_4)$-C(=O)-,

R_4 and R_5 are independently -H or a substituted or unsubstituted aliphatic group; and

R_{12} is -H or a substituted or unsubstituted alkyl group.

2. (Original) The compound of Claim 1 wherein: Ring **A** is substituted or unsubstituted; Z_1 and Z_2 are both =O; R_1 is -H; R_2 is a substituted or unsubstituted alkyl or aryl group; R_3 is a substituted or unsubstituted aryl group, and X is $-C(R_4R_5)-$, $-N(R_4)-$ or -O-.

3. (Previously presented) The compound of Claim 2 wherein R_2 is represented by a structural formula selected from:

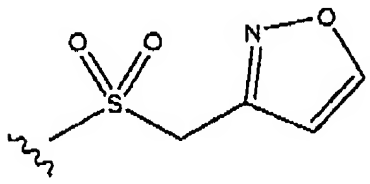
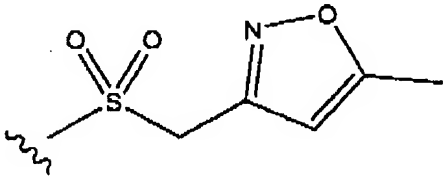


and

wherein Rings **D-T** are substituted or unsubstituted.

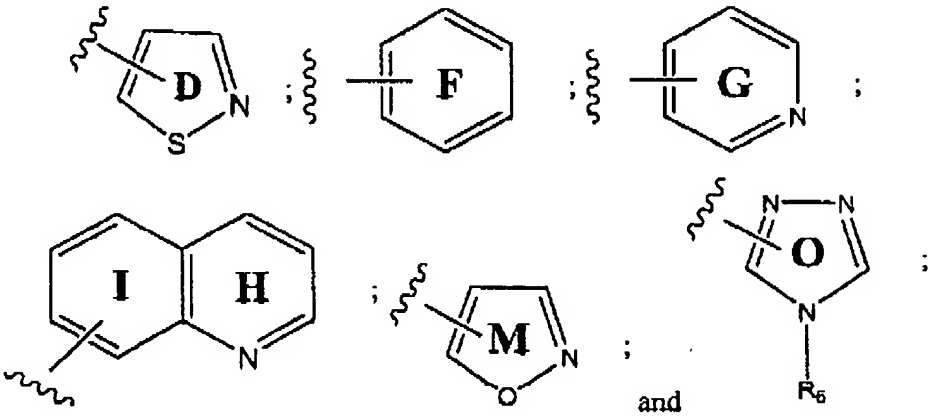
4. (Previously presented) The compound of Claim 3 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO_2, -COOH, -SO_3H, -NH_2, -NHR^a, -$N(R^aR^b)$, -$COOR^a$, -CHO, -$CONH_2$, -$CONHR^a$, -$CON(R^aR^b)$, -NHCOR^a, -NRCOR^a, -$NHCONH_2$, -$NHCONR^aH$, -$NHCON(R^aR^b)$, -NR^cCONH_2, -NR^cCONR^aH, -$NR^cCON(R^aR^b)$, -C(=NH)-NH_2, -C(=NH)-NHR^a, -C(=NH)-$N(R^aR^b)$, -$C(=NR^c)$-NH_2, -$C(=NR^c)$-NHR^a, -$C(=NR^c)$-$N(R^aR^b)$, -NH-C(=NH)-NH_2, -NH-C(=NH)-NHR^a, -NH-C(=NH)-$N(R^aR^b)$, -NR^cH-C(=NH)-NH_2, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-$N(R^aR^b)$, -NR^d-$C(=NR^c)$-NH_2, -NR^d-$C(=NR^c)$-NHR^a, -NR^d-$C(=NR^c)$-$N(R^aR^b)$, -$NHNH_2$, -$NHNHR^a$, -$N(R^aR^b)$, -SO_2NH_2, -SO_2NHR^a, -$SO_2N(R^aR^b)$, -CH=CHR^a, -CH=CR^aR^b, -CR^c=CR^aR^b, -CR^c=CHR^a, -CR^c=CR^aR^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -$S(O)_2R^a$, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, -$N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.

5. (Original) The compound of Claim 3 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -N(C1-C4 alkyl)$_2$, -$C(O)NH_2$, -C(O)NH(C1-C4 alkyl), C(O)N(C1-C4 alkyl)$_2$, -NHC(O)(C1-C4 alkyl), -NO_2, C1-C4 alkoxy, -C(O)O-CH_2CH_2-N(C1-C4 alkyl)$_2$,

, -NH-(phenyl), -NH_2, -CH_2NH-C(O)-O-(C1-C4 alkyl), -CH_2NH_2, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4 alkyl), -CN, furyl, -$S(O)_2$-(C1-C4 alkyl), -$S(O)_2$-NH_2, -$S(O)_2$-NH(C1-C4 alkyl) and -$S(O)_2$-N(C1-C4 alkyl)$_2$.

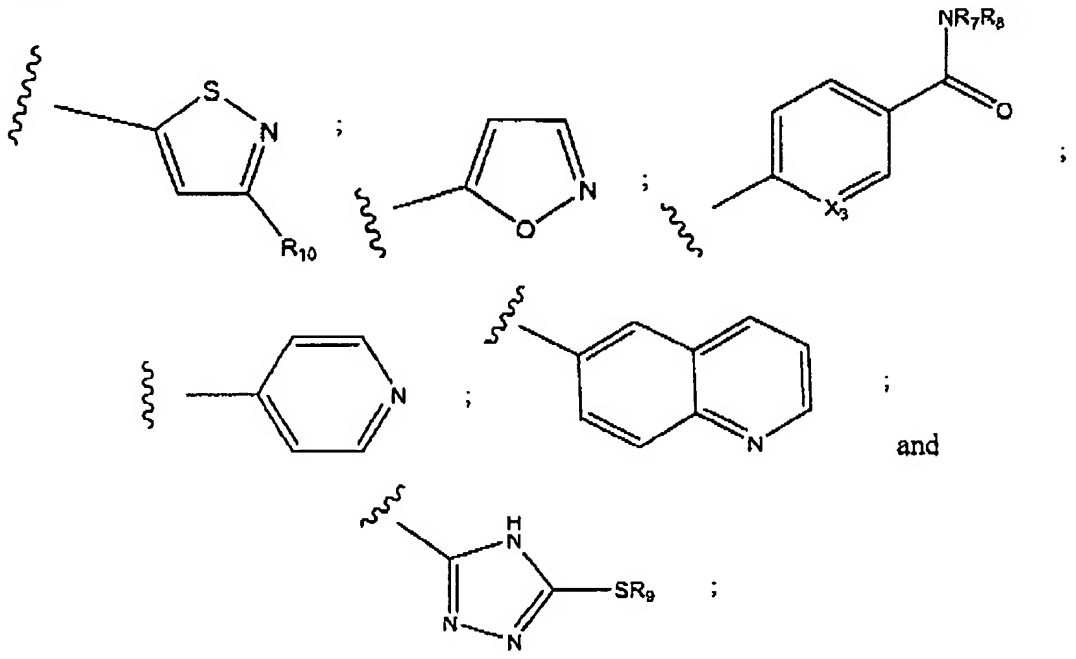
6. (Original) The compound of Claim 5 wherein R_2 is represented by a structural formula selected from:



and

and R_6 is -H or a substituted or unsubstituted alkyl group.

7. (Original) The compound of Claim 5 wherein R_2 is represented by a structural formula selected from:



and

wherein:

X_3 is -CH- or -N-,

R_7 and R_8 are independently -H or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

R_9 is an alkyl group; and

R_{10} is -H or an alkyl group.

8. (Original) The compound of Claim 7 wherein Ring **A** is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, $-NH_2$ and -CN.

9. (Previously presented) The compound of Claim 8 wherein Ring **A** is unsubstituted; R_3 is a phenyl group or pyridyl group substituted with zero, one or more substituents selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2N(R^e)_2$; R_7 and R_8 are both -H and R_9 is methyl; and each R^e and R^f is independently -H, an alkyl group or a substituted alkyl group.

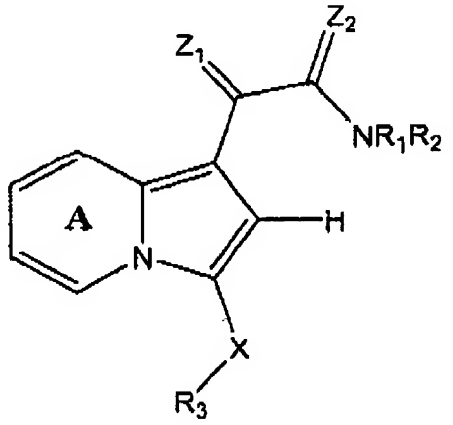
10. (Original) The compound of Claim 9 wherein R_3 is a phenyl ring substituted with zero one or more substituents selected from -Cl, -F, $-R^e$, $-OR^e$, -CN, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.

11. (Original) The compound of Claim 10 wherein R_3 is a phenyl ring substituted with zero one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and -Cl.

12. (Original) The compound of Claim 11 wherein R_3 is a phenyl ring that is unsubstituted or monosubstituted with $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl and wherein the phenyl ring substituent is at the *para* position.

13. (Original) The compound of Claim 4 wherein R_2 is represented by the following structural formula:

14. (Currently amended) A method of treating a subject with breast cancer comprising administering to the subject an effective amount of a compound represented by the following structural formula:



;

or a pharmaceutically acceptable salts thereof, wherein:

Ring **A** is substituted or unsubstituted and is optionally fused to an aryl group;

Z_1 and Z_2 are independently =O, =S, =N-OR_{12} or =NR_{12}.

R_1 and R_2 are independently -H, an aliphatic group, a substituted aliphatic group, an unsubstituted non-aromatic heterocyclic group, a substituted non-aromatic heterocyclic group, an unsubstituted aryl group or a substituted aryl group, provided that R_1 and R_2 are not both -H; or -NR_1R_2, taken together, is a substituted or unsubstituted non-aromatic nitrogen-containing heterocyclic group or a substituted or unsubstituted nitrogen-containing heteroaryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

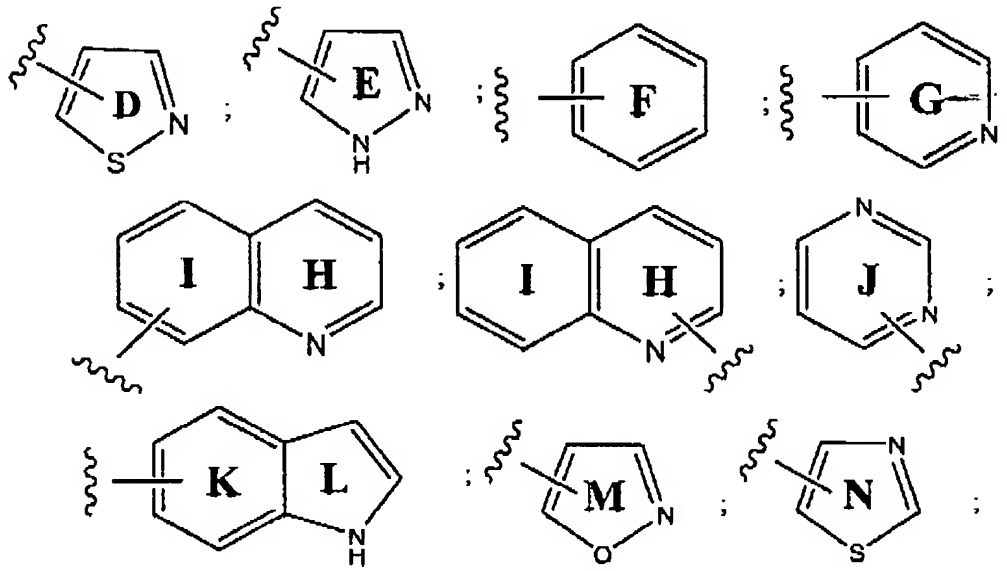
X is a covalent bond, -C(R_4R_5)-, -N(R_4)-, -O-, -S-, -S(O)-, -$S(O)_2$-, -C(=O)-, -C(=O)-N(R_4)-, or -N(R_4)-C(=O)-;

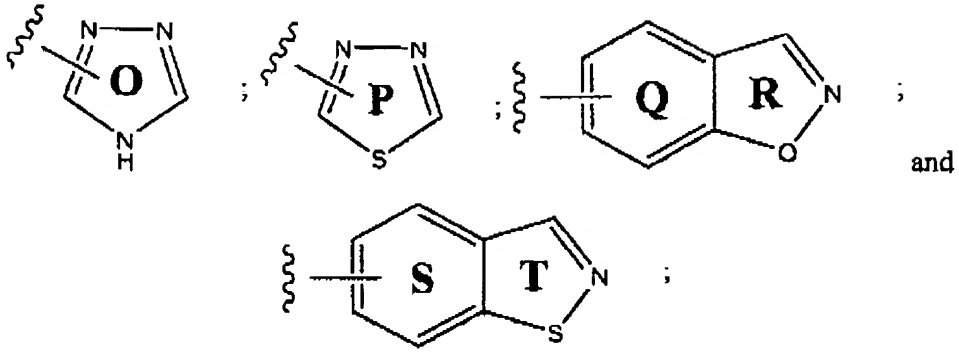
R_4 and R_5 are independently -H or a substituted or unsubstituted aliphatic group; and

R_{12} is -H or a substituted or unsubstituted alkyl group~~, wherein the cancer is selected from the group consisting of breast cancer, colon cancer, leukemia, prostate cancer and uterine cancer~~.

15. (Previously presented) The method of Claim 14 wherein: Ring **A** substituted or unsubstituted, Z_1 and Z_2 are both =O; R_1 is -H; R_2 is a substituted or unsubstituted alkyl or aryl group; R_3 is a substituted or unsubstituted aryl group; and X is $-C(R_4R_5)-$, $-N(R_4)-$ or -O-.

16. (Previously presented) The method of Claim 15 wherein R_2 is represented by a structural formula selected from:



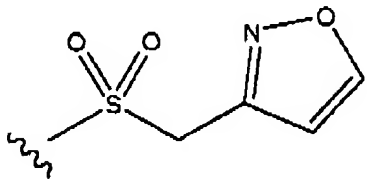
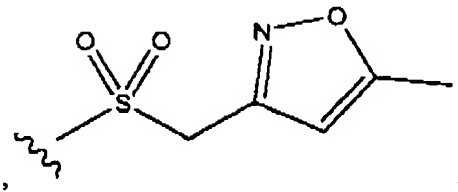


wherein Rings **D-T** are substituted or unsubstituted.

17. (Previously presented) The method of Claim 16 wherein zero, one or more ring carbons atoms of Rings **D-T** are substituted with a group independently selected from -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO_2, -COOH, -SO_3H, -NH_2, -NHR^d, -$N(R^aR^b)$, -$COOR^a$, -CHO, -$CONH_2$, -$CONHR^a$, -$CON(R^aR^b)$, -$NHCOR^a$, -$NRCOR^a$, -$NHCONH_2$, -$NHCONR^aH$, -$NHCON(R^aR^b)$, -NR^cCONH_2, -NR^cCONR^aH, -$NR^cCON(R^aR^b)$, -C(=NH)-NH_2, -C(=NH)-NHR^a, -C(=NH)-$N(R^aR^b)$, -$C(=NR^c)$-NH_2, -$C(=NR^c)$-NHR^a, -$C(=NR^c)$-$N(R^aR^b)$, -NH-C(=NH)-NH_2, -NH-C(=NH)-NHR^a, -NH-C(=NH)-$N(R^aR^b)$, -$NH-C(=NR^c)$-NH_2, -$NH-C(=NR^c)$-NHR^a, -$NH-C(=NR^c)$-$N(R^aR^b)$, -NR^dH-C(=NH)-NH_2, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-$N(R^aR^b)$, -NR^d-$C(=NR^c)$-NH_2, -NR^d-$C(=NR^c)$-NHR^a, -NR^d-$C(=NR^c)$-$N(R^aR^b)$, -$NHNH_2$, -$NHNHR^a$, -$N(R^aR^b)$, -SO_2NH_2, -SO_2NHR^a, -$SO_2N(R^aR^b)$, -$CH=CHR^a$, -$CH=CR^aR^b$, -$CR^c=CR^aR^b$, -$CR^c=CHR^a$, -$CR^c=CR^aR^b$, -CCR^a, -SH, -SR^a, -$S(O)R^a$, -$S(O)_2R^a$, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group wherein R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, -$N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group.

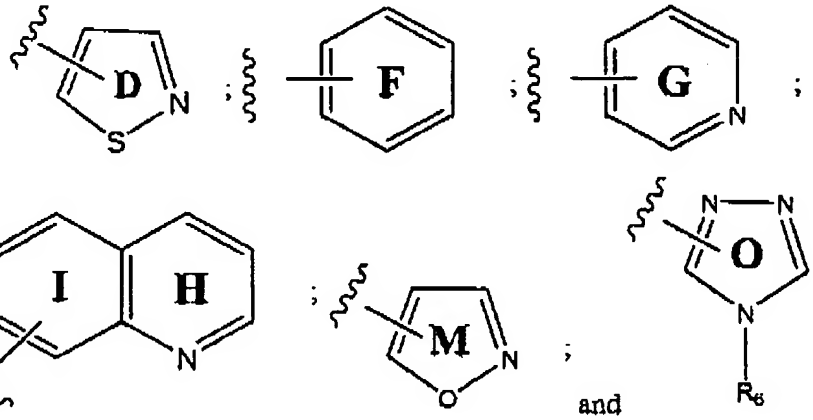
18. (Original) The method of Claim 16 wherein zero one or more ring carbon atoms of Rings **D-T** are independently substituted with a group selected from C1-C4 alkyl, C1-C4 hydroxyalkyl, *N*-morpholino, pyrimidyl, C1-C4 alkyl substituted pyrimidyl, -NH(C1-C4 alkyl), -$N(C1-C4\ alkyl)_2$, -$C(O)NH_2$, -C(O)NH(C1-C4 alkyl), C(O)$N(C1-C4\ alkyl)_2$,

-NHC(O)(C1-C4 alkyl), -NO_2, C1-C4 alkoxy, -C(O)O-CH_2CH_2-NH(C1-C4 alkyl), -C(O)O-CH_2CH_2-N(C1-C4 alkyl)$_2$,

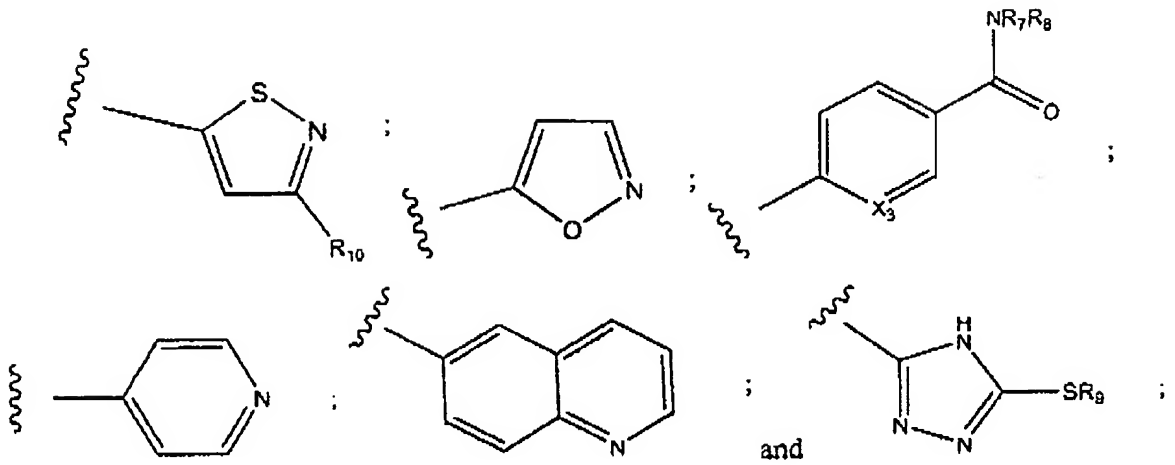
, -NH-(phenyl), -NH_2, -CH_2NH-C(O)-O-(C1-C4 alkyl), -CH_2NH_2, -Cl, -F, -C(O)-O-(C1-C4 alkyl), -C(O)-NH-(C1-C4 alkyl), C3-C7 cycloalkyl, phenyl, -C(O)-*N*-morpholino, -S-(C1-C4 alkyl), -CN, furyl, -S(O)$_2$-(C1-C4 alkyl), -S(O)$_2$-NH_2, -S(O)$_2$-NH(C1-C4 alkyl) and-S(O)$_2$-N(C1-C4 alkyl)$_2$.

19. (Original) The method of Claim 18 wherein R_2 is represented by a structural formula selected from:



and R_6 is -H or a substituted or unsubstituted alkyl group

20. (Original) The method of Claim 19 wherein R_2 is represented by a structural formula selected from:



and

wherein:

X_3 is -CH- or -N-;

R_7 and R_8 are independently -H or an alkyl group or $-NR_7R_8$, taken together, is a nitrogen-containing non-aromatic heterocyclic group;

R_9 is an alkyl group; and

R_{10} is -H or an alkyl group.

21. (Original) The method of Claim 20 wherein Ring **A** is optionally substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, $-NH_2$ and -CN.

22. (Previously presented) The method of Claim 21 wherein Ring **A** is unsubstituted; R_3 is a phenyl group or pyridyl group substituted with one or more substituents selected from -Br, -Cl, -F, $-R^c$, $-OR^c$, -CN, $-COOR^c$, $-N(R^c)_2$, $-CON(R^c)_2$, $-NR^eCOR^f$, $-NHCONH_2$ or $-SO_2N(R^c)_2$; R_7 and R_8 are both -H and R_9 is methyl; and each R^c and R^f is independently -H, an alkyl group or a substituted alkyl group.

23. (Original) The method of Claim 22 wherein R_3 is a phenyl ring substituted with one or more substituents selected from -Cl, -F, $-R^c$, $-OR^c$, -CN, $-NH_2$, $-CONH_2$ and $-NHCOR^f$.

24. (Original) The method of Claim 23 wherein R_3 is a phenyl ring substituted with one or more substituents selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and -Cl.

25. (Original) The method of Claim 23 wherein R_3 is a phenyl ring monosubstituted with $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F and-Cl and wherein the phenyl ring substituent is at the *para* position.

26. (Original) The method of Claim 16 wherein R_2 is represented by the following structural formula: